

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WORLDWIDE DIRECT, INC., et al.,

Debtors.

Chapter 11

Case No. 99-00108(MFW) through
Case No. 99-00127(MFW)

(Jointly Administered)
Under Case No. 02-40188(REG)

Related Docket Nos. 2431, 2441, 2442, 2516, 2541 2549
2650 & 2661

**MOTION FOR LEAVE TO FILE AN ADDENDUM TO THE
SUPPLEMENTAL OBJECTION TO THE FINAL FEE
APPLICATION OF HENNIGAN BENNETT & DORMAN
FOR THE PRE-EFFECTIVE DATE PERIOD**

Goldin Associates, L.L.C., in its capacity as the Liquidating Trustee (the "Liquidating Trustee") for the Worldwide Direct Liquidation Trust created in accordance with the Second Amended Consolidated Liquidating Chapter 11 Plan for SmarTalk TeleServices, Inc., And Affiliates, Proposed By The Debtors And The Official Committee Of Unsecured, respectfully submits this Motion For Leave To File An Addendum To The Supplemental Objection To The Final Fee Application Of Hennigan Bennett & Dorman ("HBD") For the Pre-Effective Date Period (the "Motion"). In support of the Motion, the Liquidating Trustee submits the following:

INTRODUCTION

1. On January 19, 1999, Worldwide Direct, Inc., SmarTalk TeleServices, Inc. ("SmarTalk") and SmarTalk's eighteen (18) direct and indirect subsidiaries (collectively, the "Debtors") filed separate voluntary petitions seeking relief under Chapter 11 of Title 11 of the United States Code.

2. On December 3, 2001, the Liquidating Trustee filed the Objection To The Final Fee Application Of Hennigan Bennett & Dorman And Howrey & Simon For Compensation And Reimbursement of Expenses For The Pre-Effective Date Period¹ [Docket No. 2541].

3. After the parties completed discovery, the Liquidating Trustee filed the Supplemental Objection To The Final Fee Application Of Hennigan Bennett & Dorman For The Pre-Effective Date Period ("Supplemental Objection") [Docket No. 2650] on March 1, 2002. On or about March 15, 2002, HBD filed the Reply of Hennigan, Bennett & Dorman To The Liquidating Trust's Objection To The Final Fee Application [Docket No. 2661]. Trial on the disputed final fee application of HBD commenced on May 16, 2002, and is scheduled to continue on September 5, 2002.

RELIEF REQUESTED AND BASIS THEREFOR

4. By this Motion, pursuant to Del.Bankr.LR 9006-1(d), the Liquidating Trustee requests leave to file an addendum ("Addendum") to its Supplemental Objection to bring to the Court's attention, and to rely upon, cases decided since the Supplemental Objection was filed. A copy of the Addendum is being filed simultaneously herewith. The cases cited in the Addendum are submitted in further support of the Liquidating Trustee's argument that fees charged by HBD for services rendered by the Temporary Timekeepers (as that term is defined in the Supplemental Objection) are not allowable.

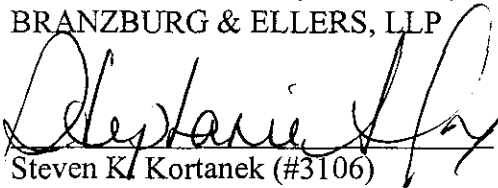
5. Local Rule 9006-1(d) prohibits the filing of supplemental papers unless otherwise ordered. However, the Liquidating Trustee believes that it is important to bring to the Court's attention additional case law decided after the filing of the Supplemental Objection which

¹ By Consent Order dated April 16, 2002 [Docket No. 2707], the Liquidating Trustee resolved its objection to the fee application filed by the law firm of Howrey & Simon.

directly addresses some of the matters in dispute, given the significance of the legal issues involved.

WHEREFORE, the Liquidating Trustee respectfully requests that the Court enter an order (i) authorizing the filing of an addendum in support of its objections to the Fee Application of HBD and (ii) granting such other and further relief as this Court deems just and proper.

KLEHR, HARRISON, HARVEY,
BRANZBURG & ELLERS, LLP



Steven K. Kortanek (#3106)
Stephanie A. Fox (#3165)
919 Market Street, Suite 1000
Wilmington, DE 19801
(302) 426-1189

- and -

WOLLMUTH MAHER & DEUTSCH

Paul R. DeFilippo
Brendan P. Langendorfer
One Gateway Center, 9th Floor
Newark, New Jersey
(973) 733-9200

Counsel for Goldin Associates, L.L.C.,
Liquidating Trustee of the Worldwide Direct
Liquidation Trust

NOW, THIS ____ day of August, 2002,

IT IS ORDERED that the Motion is GRANTED, and the Liquidating Trustee may file and serve an addendum to the Supplemental Objection as set forth above.

Honorable Mary F. Walrath
UNITED STATES BANKRUPTCY JUDGE